

SECURITIES A  
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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

SEC  
Mail Processing  
Section

**SEC FILE NUMBER**

**8-50307**

FEB 25 2009

**FACING PAGE**

**Information Required of Brokers and Dealers pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 thereunder**

REPORT FOR THE PERIOD BEGINNING January 1, 2008 AND ENDING December 31, 2008  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

**FAS CORP.**

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

**OFFICIAL USE ONLY**

FIRM ID NO.

**4747 West 135th Street, Suite 100**

**Leawood**

(City)

**KS**

(State)

**66224**

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

**John A. Meier**

**913-239-2300**

(Area Code-Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

**Larry D. Sowers, CPA, PA**

(Name - if individual, state last, first, middle name)

**4747 West 135th Street, Suite 200, Leawood,**

(Address)

(City)

**KS**

(State)

**66224**

(Zip Code)

**CHECK ONE:**

☒

Certified Public Accountant

☐

Public Accountant

☐

Accountant not resident in United States or any of its possessions

**FOR OFFICIAL USE ONLY**

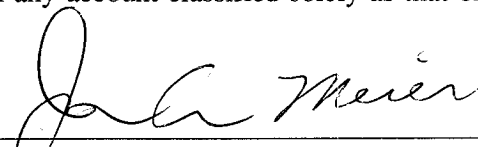
\*Claims for exemption from the requirements that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

Potential persons who are to respond to the collection of  
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## OATH OR AFFIRMATION

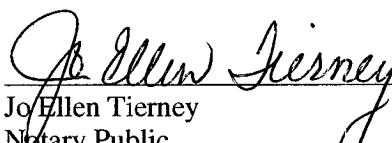
I, JOHN A. MEIER, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of FAS CORP., as of December 31, 2008, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

  
\_\_\_\_\_  
John A. Meier  
Title: Vice President and Principal

STATE OF KANSAS            )  
                                      )ss  
COUNTY OF JOHNSON    )

Subscribed and sworn to before me, a Notary Public, this 24 day of February, 2009.

NOTARY PUBLIC  
Jo Ellen Tierney  
Exp. Date 11/18/2009  
STATE OF KANSAS

  
\_\_\_\_\_  
Jo Ellen Tierney  
Notary Public

This report \*\* contains (check all applicable boxes):

- |               |   |
|---------------|---|
| <u>  X  </u>  | (a) Facing page   |
| <u>  X  </u>  | (b) Statement of Financial Condition  |
| <u>  X  </u>  | (c) Statement of Income (Loss)  |
| <u>      </u> | (d) Statement of Changes in Financial Condition   |
| <u>  X  </u>  | (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital  |
| <u>      </u> | (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors   |
| <u>  X  </u>  | (g) Computation of Net Capital  |
| <u>  X  </u>  | (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3   |
| <u>      </u> | (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3  |
| <u>  X  </u>  | (j) A Reconciliation, including appropriate explanation of the Computations of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3 |
| <u>      </u> | (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation   |
| <u>  X  </u>  | (l) An Oath or Affirmation  |
| <u>      </u> | (m) A copy of the SIPC Supplemental Report  |
| <u>  X  </u>  | (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit  |

\*\* For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

FAS CORP.  
FINANCIAL STATEMENTS AND  
AUDIT REPORT  
FOR THE YEAR ENDED  
DECEMBER 31, 2008

# LARRY D. SOWERS, CPA, PA

CERTIFIED PUBLIC ACCOUNTANT

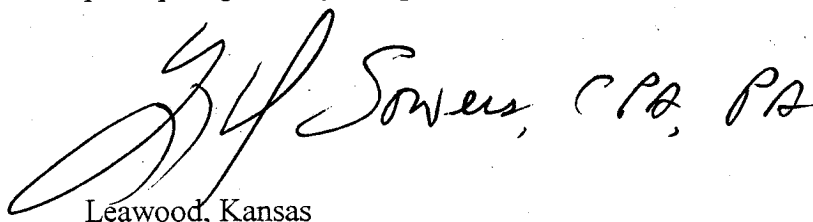
To the Board of Directors and Stockholders of FAS Corp.  
Leawood, Kansas

## INDEPENDENT AUDITOR'S REPORT

We have audited the accompanying balance sheet of FAS Corp. (a Kansas corporation) as of December 31, 2008, and the related statements of income, retained earnings, cash flows and statement of changes in stockholders' equity for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of FAS Corp., as of December 31, 2008, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.



Leawood, Kansas

February 18, 2009

FAS CORP.  
BALANCE SHEET  
DECEMBER 31, 2008

ASSETS

Current Assets:

Cash and cash equivalents (Note 1)	\$ 25,126
Concessions receivable (Note 1)	<u>11,880</u>

Total Current Assets	<u>37,006</u>
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Other Assets:

Organization expense, net of accumulated amortization of \$6,247 and \$6,247, respectively (Note 1)	<u>0</u>
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Total Other Assets	<u>0</u>
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Total Assets	<u>\$ 37,006</u>
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LIABILITIES AND STOCKHOLDERS' EQUITY

Stockholders' Equity:

Common stock, \$1 par value, 100,000 shares authorized, 10,000 shares issued and outstanding	10,000
Retained earnings	<u>27,006</u>

Total Stockholders' Equity	<u>37,006</u>
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Total Liabilities and Stockholders' Equity	<u>\$ 37,006</u>
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See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.

FAS CORP.  
STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2008

Revenues:

Concessions income \$ 2,284,715

Total Revenues 2,284,715

Operating Expenses:

Bank service charge 271

Commission expense 1,443,776

Compliance 2,300

Dues & subscriptions 40

Insurance 11,619

License and permits 10

Management fees 62,499

Overhead reimbursement 180,000

Professional fees 4,584

Brokers fees 23,219

Taxes 100

Total Operating Expenses 1,728,418

Income from operations 556,297

Other Income:

Interest income 337

Total Other Income 337

Net income \$ 556,634

See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.

FAS CORP.  
STATEMENT OF RETAINED EARNINGS  
FOR THE YEAR ENDED DECEMBER 31, 2008

Balance, January 1, 2008	\$ 32,593
Net income for the year	556,634
Non-dividend distribution	<u>(562,221)</u>
Balance, December 31, 2008	<u><u>\$ 27,006</u></u>

See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.

FAS CORP.  
STATEMENT OF CASH FLOW  
FOR THE YEAR ENDED DECEMBER 31, 2008

Cash Flows from Operating Activities:

Net Income \$ 556,634

Adjustments to reconcile net income to  
net cash provided by operating activities:

Decrease in commissions receivable 14,570

Net cash used by operating activities 14,570

Cash Flows from Financing Activities:

Dividend distributions paid to parent company (562,221)

Net cash used by financing activities (562,221)

Net increase in cash 8,983

Cash and cash equivalents, beginning of year 16,143

Cash and cash equivalents, end of year \$ 25,126

See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.



FAS CORP.  
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2008

Balance at January 1, 2008	\$ 42,593
Net Income	556,634
Deductions, including non-conforming capital and non-dividend distributions	<u>(562,221)</u>
Balance at December 31, 2008	<u>\$ 37,006</u>

See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.

FAS CORP.  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2008

Note 1 - Summary of significant accounting policies

Nature of business

FAS Corp. was formed in June, 1997. FAS Corp. is a limited activity broker/dealer registered with the Securities & Exchange Commission and a member of NASD. The Company deals exclusively in shares of investment companies and sales of variable life and variable annuity contracts.

Cash and cash equivalents

For purposes of reporting cash flows, the Company considers all cash accounts which are not subject to withdrawal restrictions or penalties, and certificates of deposits with original maturities of 90 days or less to be cash or cash equivalents. At December 31, 2008, no cash deposits exceed federally insured limits.

Concessions receivable

Management believes that all concessions receivable as of December 31, 2008, were fully collectible. Therefore, no allowance for doubtful accounts was recorded.

Accounting Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from these estimates.

Other assets/Amortization

Amortizable assets are recorded at cost. Amortization is calculated by the straight-line method over the useful lives of the assets. Total amortization for the year ended December 31, 2008, was \$0.

Income taxes

The Company, with the consent of its shareholders, has elected to be taxed under the Internal Revenue Code to be an S corporation. In lieu of corporation income taxes, the shareholders of an S corporation are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for Federal or state income taxes has been included in these financial statements.

See accountant's audit report.

FAS CORP.  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2008

Concentrations of credit risk

Concentrations of credit risk with respect to concessions receivable are limited since the credit worthiness of the concession payors as determined by AM Best Company ratings are A+ and higher.

Note 2 - Net capital and required net capital

Net capital and required net capital as required by the computation in accordance with Rule 15c3-1 is as follows.

Computation of Net Capital

Total ownership equity qualified for net capital	\$ 37,006
Less: Total non-allowable assets	<u>11,880</u>
Net capital	<u>\$ 25,126</u>

Computation of Basic Net Capital Requirements

Minimum net capital required	\$ 0
Minimum dollar requirement	<u>5,000</u>
Net capital requirement	<u>\$ 5,000</u>
Excess net capital	<u>\$ 20,126</u>
Excess net capital at 100%	<u>\$ 25,126</u>

**Our audit of the financial statements of FAS Corp. documented no material differences in Net Capital.**

See accountant's audit report.

## Supplemental Report

FAS CORP.  
STATEMENT OF NO MATERIAL INADEQUACIES  
DECEMBER 31, 2008

Our audit disclosed that no material inadequacies now exist or existed since the date of the previous audit.

See accountant's audit report.